# ALLIANCE DATA SYSTEMS CORP

Form 5

February 13, 2002

FORM 5						OM	IB APPROVAL	
[ ] Check this box if no long		UNITED STATES SECURITIES AND EXCHANGE COMMISSION						
subject to Section 16. Form Form 5 obligations may continue. See Instruction 1(b).	4 or	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP  Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility  Holding Company Act of 1935 or Section 30(f) of the Investment Company Act of 1940						
[X]Form 3 Holdings Repor [ ]Form 4 Transactions Reported	Filed pursuant to S the Public Utility							
		2. Issuer Nam or Trading		4. Statement (Month/		Relationship of Resuer	eporting Person(s) to	
Name and Address of Reporting Person*  Beltz, Michael A.		Alliance Data Systems Corporation ADS		December 2001		(Check all applicable)		
(Last) (First)	3. I.R.S. Identification		5. If Amendment,		Director			
17655 Waterview Parkway	Number of Reporting Person, if an entity (voluntary)		Date of Original (Month/Year)		10% Owner  X Officer Other			
(Stree					Officer/Other Description <u>Executive Vice</u> <u>President and President, Transaction</u> <u>Services Group</u>			
(City) (State) (Zip)						7. Individual or Joint/Group Filing (Check Applicable Line)  X Individual Filing		
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1. Title of Security (Instr. 3)	. Transaction Date (Month/Day/Year)	Transaction Code (Instr. 8)  4. Securities Acqui Disposed (D) Of (Instr. 3, 4, and 5)  Amount     Price		A/D	5. Amount of Securities Beneficially Owned at End of Issuer's Fiscal Year (Instr. 3 and 4)	6. Owner-ship Form: Direct(D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common					43,276 (1	) <b>D</b>		

If the form is filed by more than one reporting person, see instruction 4(b)(v).

(over)

SEC 2270 (3-99)

# Edgar Filing: ALLIANCE DATA SYSTEMS CORP - Form 5

### Form 5 (continued)

Table II			.cquired, Disp		eneficially Owned curities)					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/ Day/ Year)	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed (D) Of (Instr. 3,4 and 5)	6. Date Exercisable(DE) and Expiration Date(ED) (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr.5)	9. Number of Derivative Securities Beneficially Owned at End of Year (Instr.4)	10. Owner-ship Form of Deriv- ative Security: Direct (D) or Indirect (I)	11. Nature of Indirect Beneficial Ownership (Instr.4)
					(DE)   (ED)					
Employee Stock Option (right to buy)	\$12.00				Varies (7)	Common - 38,048		38,048	D	
Employee Stock Option (right to buy)	\$15.00				Varies (6)	Common - 80,000		80,000	D	
Employee Stock Option (right to buy)	\$9.90				Varies (5)	Common - 22,222		22,222	D	
Employee Stock Option (right to buy)	\$9.90				Varies (4)	Common - 27,777		27,777	D	
Employee Stock Option (right to buy)	\$9.00				Varies (3)	Common - 38,888		38,888	D	
Employee Stock Option (right to buy)	\$9.00				Varies (2)	Common - 39,444		39,444	D	
						_				

Explanation of Responses :

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations.	
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).	** Signature of Reporting Person Date
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient,  See Instruction 6 for procedure.	Attorney-in-Fact Michael A. Beltz

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a

Page 2 SEC 2270 (3-99)

### Beltz, Michael A. - December 2001

#### Form 5 (continued)

FOOTNOTE Descriptions for Alliance Data Systems Corporation ADS

Form 5 - December 2001

Michael A. Beltz 17655 Waterview Parkway

Dallas, TX 75252-8012

### Explanation of responses:

- (1) Total beneficial ownership includes 28,000 unvested shares of common stock pursuant to a restricted stock grant.
- (2) These options are fully vested.
- (3) The option is exercisable for 9,722 shares on each of 1/31/99, 1/31/00, 1/31/01, and 1/31/02.
- (4) The option is exercisable for 6,944 shares on each of 1/31/99, 1/31/00, and 1/31/01, and for 6,945 shares on 1/31/02.
- (5) The option is exercisable for 5,556 shares on each of 1/31/00, 1/31/01, and 1/31/02 and for 5,554 shares on 1/31/03.
- (6) The option is exercisable for 26,400 shares on each of 8/31/01 and 8/31/02 and for 27,200 shares on 8/31/03.
- (7) The option is exercisable for 33% of the underlying shares on each of 8/31/01 and 8/31/02, and for 34% on 8/31/03.

Page 3